

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

JOHN J. AQUINO,)	
CHAPTER 7 TRUSTEE)	
By Its Assignee,)	
Convergent Distributors of Texas, LLC)	
)	
Plaintiff,)	
)	
v.)	
)	
ALEXANDER CAPITAL, LP)	
&)	
Its Managing Partners:)	
JOSEPH AMATO,)	
ROCCO GUIDICIPIETRO, and)	
NESA MANAGEMENT, LLC)	
)	
Defendants)	
)	

Case #1:21-cv-01355-JSR

**DECLARATION OF WILLIAM C. RAND, ESQ.
IN SUPPORT OF PLAINTIFF'S MOTION FOR SUMMARY JUDGMENT**

EXHIBIT 22

**8-6-15 Atty. Carmel Response to FINRA Inquiry re
ACLP Rule 1017 CMA Application**



August 6, 2015

Via FINRA Gateway

Mr. Rogelio A. Francois
FINRA - Principal Examiner
One World Financial Center
200 Liberty Street
New York, NY 10281-1003

Re: Continuing Membership Application
Firm: Alexander Capital L.P.
CRD No. 40077 / Application No. 20150457044

Dear Mr. Francois:

This firm represents Alexander Capital L.P. ("Alexander" or the "Firm"). We are in receipt of the Staff's request to Alexander, pursuant to Rule 1017 dated July 2, 2015 (the "Request"). We trust the foregoing responses will satisfy, in full, the Request such that Alexander's application to amend its Membership Agreement to increase the number of associated persons, approval to engage in firm commitment underwriting activity, approval to engage in proprietary trading, and change of ownership is approved by FINRA.

Rule 1014(a) Standard No. 1

- 1) Organizational Chart – Provide an amended Pre-Ownership Chart as the chart provided ("Pre-Change ORGANIZATIONAL CHART.docx") is incorrect based on the narrative description of the current ownership. Specifically, it does not evidence the 24.9% held by Messrs. Guidici Pietro and Amata via NESAs Management, or the true ownership of Exitus LLC of 75.1%, as noted in the purchase agreement and application. If these percentages are incorrect, please amend all documents accordingly and resubmit with your response.

Response: Attached is hereto as Exhibit A, please find a revised Pre-Change Organizational Ownership Chart which evidences the 24.9% held by Messrs. Guidici Pietro and Amata via NESAs Management and Exitus LLC of 75.1%.

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Mr. Rogelio A. Francois
FINRA
August 6, 2015
Page 4

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6) Firm Commitment Underwriting:

- a) Please state the anticipated industries in which the Firm will engage in firm commitment offerings.
- b) State the intended customers the Firm will engage in these offerings (i.e., retail, institutional, etc.)
- c) Staff has received information that indicates the Firm has already entered into engagements for firm commitment underwriting. Please provide a detailed explanation regarding these engagements, including copies of any such engagements executed.
- d) In addition to the above, state whether there are any other deals currently in the works and provide detail descriptions and any documentation (engagement letters, etc.) for each.

Mr. Rogelio A. Francois
FINRA
August 6, 2015
Page 5

- c) Provide a description of Robert Feinman's function, as he is noted as the Investment Banking Supervisor. Will he supervise Mr. Gazdak?

Response:

- a) The firm anticipates it will engage in firm commitment offerings in primarily the technology and healthcare spaces.
- b) The intended customers the firm will engage are primarily institutional customers, with some retail customers.
- c) Enclosed herewith as Exhibit G, is a copy of the engagement between Alexander and [Redacted - Non-Responsive] regarding firm commitment underwriting. It is important to note that this agreement was entered into in error and Alexander never performed any firm commitment underwriting services for [Redacted - Non-Responsive]. Instead, the parties entered into a subsequent Placement Agent Agreement for a private placement offering. A copy of the Placement Agent Agreement is annexed hereto as Exhibit H.
- d) None.
- e) Mr. Feinman is incorrectly noted as an "Investment Banking Supervisor." Rather, Mr. Feinman is CEO of Alexander.

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Mr. Rogelio A. Francois
FINRA
August 6, 2015
Page 18

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Rule 1014(a) Standard No. 9

17) Written Supervisory Procedures (“WSP”):

- a) Amended the *Business Area of Responsibility* section of the primary procedures to specifically indicate the individual(s) that will be responsible for supervision of the firm commitment underwriting and proprietary trading activities.

Mr. Rogelio A. Francois

FINRA

August 6, 2015

Page 19

- b) Market Making Procedures: Please amend the procedures to remove the references, etc., related to market making activities.
- c) In review of the procedures, it was noted that many of the areas in the Underwriting-Market Making procedures appear to solely state the rule. Please explain how these procedures as written address the compliance steps to be taken by the designated principal or amend the procedures accordingly.

Response: The revised Business Area of Responsibility section and Underwriting WSP is annexed hereto as Exhibit Q.

In addition, we respectfully disagree with the Staff's assertion that the Underwriting section of WSP simply states the rule. Rather, we turn your attention to the following examples in the Underwriting section of the WSP which outlines the compliance steps to be taken in accordance with the rules: see pgs. 2, 3-4, 9-11, 15, 21, 28, and 33.

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Rule 1014(a) Standard No. 12

- 19) Continuing Education Assessment and Training Plan: Provide a statement attesting that the CE plan will be amended to reflect the proposed additional business and products upon approval of the application.

Mr. Rogelio A. Francois

FINRA

August 6, 2015

Page 20

Response: Enclosed please find Mr. Stack's (CCO) attestation annexed hereto as Exhibit R.

I trust the materials provided satisfy your questions and Alexander's application. If you have any additional questions or concerns, please feel free to contact me.

Very yours truly,



Ross D. Carmel

Encls.